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*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

Bankruptcy Case No. 19-30088 (DM)

In re:

Chapter 11

PG&E CORPORATION,

(Lead Case)

- and -

(Jointly Administered)

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

**FIFTH SUPPLEMENTAL DECLARATION
AND DISCLOSURE STATEMENT OF
STEPHEN KAROTKIN PURSUANT TO
11 U.S.C. §§ 327(a) AND FED. R. BANKR. P.
2014(a) AND 2016 ON BEHALF OF
WEIL, GOTSHAL & MANGES LLP**

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

1 Pursuant to 28 U.S.C. § 1746, I, Stephen Karotkin, hereby declare as follows:

2 I am a member of the firm of Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), an
3 international law firm with principal offices at 767 Fifth Avenue, New York, New York 10153; regional
4 offices in Washington, D.C.; Houston and Dallas, Texas; Miami, Florida; Boston, Massachusetts;
5 Princeton, New Jersey; Redwood Shores, California; and foreign offices in London, United Kingdom;
6 Frankfurt and Munich, Germany; Paris, France; and Beijing, Hong Kong and Shanghai, China.

7 I submit this declaration (this “**Declaration**”) as a supplement to my Declaration, dated March
8 13, 2019 (the “**Original Declaration**”), filed in support of the *Application of Debtors Pursuant to 11*
9 *U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Weil,*
10 *Gotshal & Manges LLP as Attorneys for the Debtors Effective as of the Petition Date* [Docket No. 864]
11 (the “**Weil Retention Application**”). On April 9, 2019, the Court entered the *Order Authorizing*
12 *Retention and Employment of Weil, Gotshal & Manges LLP as Attorneys for Debtors Nunc Pro Tunc to*
13 *Commencement Date* [Docket No. 1298] (the “**Weil Retention Order**”).

14 The Original Declaration provides that Weil will supplement the disclosures in the Original
15 Declaration to the extent required as a result of any new material relevant facts or relationships becoming
16 available during these Chapter 11 Cases.¹

17 Weil has continued to implement its Firm Disclosure Procedures and update the Retention
18 Checklist. As a result, Weil is hereby supplementing its prior disclosures to disclose that Weil previously
19 has represented, currently represents, and may represent in the future the entities (or their affiliates) set
20 forth on the supplemental schedule attached hereto (the “**Supplemental Disclosure List**”) in matters
21 unrelated to these Chapter 11 Cases. An entity is listed as a “Current Client” on the Supplemental
22 Disclosure List if Weil has any open matters for such entity or a known affiliate of such entity and
23 attorney time charges have been recorded on any such matters within the past two (2) years. To the best
24 of my knowledge and information, Weil has not represented, does not represent, and will not represent
25 any of such entities in matters directly related to the Debtors or these Chapter 11 Cases.

26
27 ¹ Capitalized terms used but not defined herein shall have the meanings set forth in the Original
28 Declaration.

1 In addition, as disclosed in the Original Declaration, certain parties in interest in the Chapter 11
2 Cases are or were, from time to time, members of ad hoc or official committees represented by Weil in
3 matters unrelated to these Chapter 11 Cases. In such instances, Weil only represents or represented the
4 committee or group, and does not and did not represent the members in their individual capacities.
5 Accordingly, such parties are not set forth on the Supplemental Disclosure List.

6 To the best of my knowledge and information, the annual fees for each of the last two years paid
7 to Weil by any entity listed on the Supplemental Disclosure List or its affiliates did not exceed 1% of the
8 Firm's annual gross revenues.

9 Either I or an attorney under my supervision has reviewed the connections between Weil and the
10 entities identified on the Supplemental Disclosure List and the connections between those entities and
11 the Debtors. In each case, it has been determined that Weil does not hold or represent an interest that is
12 adverse to the interests of the Debtors' estates and that Weil is a "disinterested person" as such term is
13 defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy
14 Code.

15 To the extent any information disclosed herein requires amendment or modification upon Weil's
16 completion of further review or as additional material, relevant facts or relationships become available,
17 Weil will file a further supplemental declaration stating such amended or modified information.

1 I declare under penalty of perjury that the foregoing is true and correct to the best of my
2 knowledge, information, and belief.

3 Dated: June 24, 2020

4 /s/ Stephen Karotkin
5 Stephen Karotkin
6 Partner, Weil Gotshal & Manges LLP
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PG&E Supplemental Disclosure Schedule

Matched Entity	Relationship to Debtors	Relationship to Weil
Freeport McMoRan Oil & Gas LLC (Dome)	Contract Counterparties	Current Client
Freeport McMoRan Oil & Gas LLC (Welpport)		